

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

JUDITH RÉ,)	
)	
Plaintiff,)	
)	
v.)	Civil Action No. 04-11385-RGS
JODI R.R. SMITH, AND)	
BARNES & NOBLE, INC.,)	
Defendants.)	
)	

DEFENDANTS' MOTION TO ADMIT KIRA P. WATSON *PRO HAC VICE*

Defendants Barnes & Noble, Inc., and Jodi R.R. Smith (collectively, "Defendants"), by their undersigned counsel of record, hereby moves pursuant to Local Rule 85.5.3 of the Local Rules of the United States District Court for the District of Massachusetts that Kira P. Watson, Esq., attorney with the law firm of Bryan Cave LLP, be admitted to appear *pro hac vice* and practice in this Court in this case on behalf of Defendants.

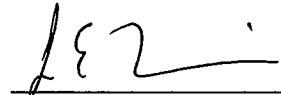
Ms. Watson is a member in good standing of the bar of the State of New York, as well as the bars of the U.S. District Court for the Southern District of New York, and the U.S. District Court for the Eastern District of New York. There are no disciplinary proceedings pending against Kira P. Watson in any jurisdiction, and Kira P. Watson is familiar with the Local Rules of this Court.

The affidavit of Kira P. Watson attesting to the foregoing is submitted herewith.

Dated: October 14, 2004

DEFENDANTS JODI R. R. SMITH and
BARNES & NOBLE, INC.

By their attorneys,


Richard S. Sanders (BBO # 562014)
Jeffrey Francis (BBO#639944)
SULLIVAN & WORCESTER LLP
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Boston, MA 02109
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CERTIFICATE OF COMPLIANCE WITH LOCAL RULE 7.1

In accordance with Local Rule 7.1(A)(2), counsel for defendants hereby certifies that he conferred with counsel for plaintiff by telephone on October 14, 2004 and that he assented to the relief requested in this motion.

JE

Jeffrey E. Francis (BBO #639944)
SULLIVAN & WORCESTER LLP
One Post Office Square
Boston, MA 02109
(617) 338-2800
jfrancis@sandw.com

CERTIFICATE OF SERVICE

I hereby certify that on this day a true copy of the above document was served upon the attorney of record for each party by mail/by hand.

Date: 10-15-04 *JE*

AFFIDAVIT OF KIRA P. WATSON

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

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Plaintiff,)	
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BARNES & NOBLE, INC.,)	
Defendants.)	
)	

AFFIDAVIT OF KIRA P. WATSON

I, Kira P. Watson, hereby depose and state:

1. I am an attorney associated with the law firm Bryan Cave LLP, 1290 Avenue of the Americas, New York, New York 10104. I make this affidavit based on my personal knowledge.
2. I am a member in good standing of the bar of the State of New York, as well as the bars of the U.S. District Court for the Southern District of New York, and the U.S. District Court for the Eastern District of New York.
3. I am a member in good standing of the Bars in every jurisdiction where I have been admitted to practice. There are no disciplinary proceedings pending against me as a member of the Bar in any jurisdiction.
4. I am familiar with the Local Rules of the United States District Court for the District of Massachusetts.
5. The defendants have requested that I represent them in this litigation.

Signed under the pains and penalty of perjury this 14th day of October, 2004.

Kira P. Watson
KIRA P. WATSON

CERTIFICATE OF SERVICE

I hereby certify that on this day a true copy of the above document was served upon the attorney of record for each party ~~by mail by hand~~.

Date: 10-15-04 152